

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
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ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R.
BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND
RETENTION OF WILMER CUTLER PICKERING HALE AND DORR LLP
AS SPECIAL COUNSEL NUNC PRO TUNC TO MARCH 29, 2007

Upon the application, dated July 31, 2007 (the "Second Supplemental Retention Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Wilmer Cutler Pickering Hale and Dorr LLP ("WCPHD") to act as special counsel to the Debtors; and upon the Supplemental Declaration And Disclosure Statement Of David A. Wilson Supplementing The Prior Declarations In Support Of Order Authorizing Employment And Retention Of Wilmer Cutler Pickering Hale And Dorr LLP, executed on July 31, 2007; and this Court having determined that the relief requested in the Second Supplemental Retention Application is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Second Supplemental Retention Application is GRANTED.
2. The Debtors' retention and employment of WCPHD to act as special counsel, pursuant to the Second Supplemental Retention Application, is approved under sections 327(e) and 1107(b) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended and in effect on October 8, 2005 (the "Bankruptcy Code") and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), with approval of such employment being effective as of March 29, 2007.
3. WCPHD shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.
5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Second Supplemental Retention Application.

Dated: New York, New York
_____, 2007

UNITED STATES BANKRUPTCY JUDGE